

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

EDGARDO CANEZ, Individually
and on behalf of all others similarly situated,

Plaintiff,

v.

INTELLIGENT SYSTEMS
CORPORATION, J. LELAND STRANGE,
MATTHEW A. WHITE, A. RUSSEL
CHANDLER III, PHILLIP H. MOISE,
PARKER H. PETIT, CHERIE M. FUZZELL,
JAMES V. NAPIER, BONNIE L. HERRON,
AND KAREN J. REYNOLDS,

Defendants.

1:19-cv-03949-ARR-CLP

**DECLARATION OF
DAVID H. KISTENBROKER
IN SUPPORT OF
DEFENDANTS' MOTION
TO DISMISS THE
AMENDED CLASS ACTION
COMPLAINT**

DAVID H. KISTENBROKER declares pursuant to 28 U.S.C. § 1746 as follows:

I am a partner of the law firm Dechert LLP, attorneys for Defendants Intelligent Systems Corporation ("Intelligent Systems"), J. Leland Strange, Matthew A. White, A. Russel Chandler III, Phillip H. Moise, Cherie M. Fuzzell, James V. Napier, Bonnie L. Herron, and Karen J. Reynolds. I submit this Declaration in support of the Motion to Dismiss the Amended Class Action Complaint, submitted by Defendants by and through their respective counsel. I have personal knowledge of the facts asserted herein and could testify to those facts if called to do so.

1. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from Intelligent Systems' 2018 Annual Report (Form 10-K), filed March 13, 2019.
2. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from Intelligent Systems' Proxy Statement (Form Def 14A), filed April 13, 2015.
3. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from Intelligent Systems' Proxy Statement (Form Def 14A), filed April 12, 2019.

4. Attached hereto as Exhibit 4 is a true and correct copy of Intelligent Systems' Current Report (Form 8-K), filed August 1, 2019, and Parker H. Petit's resignation letter, attached as Exhibit 99.1.

5. Attached hereto as Exhibit 5 is a true and correct copy of Intelligent Systems' Current Report (Form 8-K), filed May 23, 2014.

6. Attached hereto as Exhibit 6 is a true and correct copy of excerpts of Intelligent Systems' Proxy Statement (Form Def 14A), filed April 1, 2016.

7. Attached hereto as Exhibit 7 is a true and correct copy of excerpts of Intelligent Systems' Proxy Statement (Form Def 14A), filed April 5, 2017.

8. Attached hereto as Exhibit 8 is a true and correct copy of excerpts of Intelligent Systems' Proxy Statement (Form Def 14A), filed April 2, 2018.

9. Attached hereto as Exhibit 9 is a true and correct copy of excerpts of Intelligent Systems' 2014 Annual Report (Form 10-K), filed February 18, 2015.

10. Attached hereto as Exhibit 10 is a true and correct copy of excerpts of Intelligent Systems' 2015 Annual Report (Form 10-K), filed March 16, 2016.

11. Attached hereto as Exhibit 11 is a true and correct copy of excerpts of Intelligent Systems' 2016 Annual Report (Form 10-K), filed March 17, 2017.

12. Attached hereto as Exhibit 12 is a true and correct copy of excerpts of Intelligent Systems' 2017 Annual Report (Form 10-K), filed March 15, 2018.

13. Attached hereto as Exhibit 13 is a true and correct copy of Intelligent Systems' website posting, *available at* <http://www.intelsys.com/Partners/Lumense.html>.

14. Attached hereto as Exhibit 14 is a true and correct copy of Intelligent Systems' press release, dated November 14, 2013, *available at* <http://www.intelsys.com/Newsviews/PressReleases/Lumense20131114.pdf>.

15. Attached hereto as Exhibit 15 is a true and correct copy of MiMedx Group, Inc.'s Current Report (Form 8-K), filed May 23, 2019.

16. Attached hereto as Exhibit 16 is a true and correct copy of Grizzly Research's Disclaimer posting, *available at* <https://grizzlyreports.com/termofservice/>.

17. Attached hereto as Exhibit 17 is a true and correct copy of excerpts of Intelligent Systems' Current Report (Form 8-K), filed May 26, 2017.

18. Attached hereto as Exhibit 18 is a true and correct copy of the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 57, Related Party Disclosures, dated March 1982.

19. Attached hereto as Exhibit 19 is a true and correct copy of the Financial Accounting Standard Board's Accounting Standards Codification, Section 850, Related Party Disclosures, dated October 31, 2018.

20. Attached hereto as Exhibit 20 is a true and correct copy of the New York Stock Exchange (NYSE) Listing Company Manual § 303A.02.

21. Attached hereto as Exhibit 21 is a true and correct copy of James Napier's Form 4, filed May 21, 2015.

22. Attached hereto as Exhibit 22 is a true and correct copy of Russell Chandler's Form 4, filed November 15, 2017.

23. Attached hereto as Exhibit 23 is a true and correct copy of Karen Reynolds' Form 4, filed October 16, 2018.

24. Attached hereto as Exhibit 24 is a true and correct copy of Parker Petit's Form 4, filed January 29, 2019.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 2, 2019


David H. Kistenbroker